

LAW OFFICES OF RICHARD A. FOGEL, PLLC

2730 STEMMONS FREEWAY

SUITE 813

DALLAS, TEXAS 75207

(214)267-9110

(214)267-9115

RECORDATION NO. 23866-F FILED

APR 25 '03

3-08 PM

April 24, 2003

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
[A] Indenture Trust Supplement No. 4

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Memorandum of [A] Trust Indenture Supplement No. 4, a primary document, dated as of April 18, 2003, between Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York, as Trustee (the "Trustee");
2. Two (2) executed originals of a Partial Release of Trust Indenture, a secondary document, dated April 18, 2003, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated April 18, 2003; and

The enclosed Memorandum of [A] Trust Indenture Supplement No. 4 and Memorandum of Leases referenced in paragraphs 1 and 2, above, relate to the [A] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [A] Trust Indenture Supplement No. 1 dated as of February 15, 2002 among the Company, the Guarantor and the Trustee, which was filed and recorded under Recordation Nos. 23866 and 23865, respectively, on February 15, 2002.

The enclosed Partial Release of Trust Indenture referenced in paragraph 3, above, relates to various railcars and the lease thereof subject to the said [A] Trust Indenture and Security

Agreement that were released from the Trust Indenture and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of the Trustee is 101 Barclay Street, 8th Floor, New York, New York 10286.

The railroad equipment covered by the Supplement to [A] Trust Indenture Supplement No. 4 is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$90.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the enclosed documents, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

Very truly yours,

A handwritten signature in dark ink, appearing to read "R. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

RAF/slg
encl.

cc: Lance Davis (w/o encl.)

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>FMV</u>
TILX066000	NEWCAR	2	56,419.00
TILX140000	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140001	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140003	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140004	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140005	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140006	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140007	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140008	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140009	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140010	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140011	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140012	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140013	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140014	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX140015	PCS PURIFIED PHOSPHATES	1	40,223.75
TILX400098	OLIN CORPORATION	1	26,880.31
TILX400099	OLIN CORPORATION	1	26,880.31
TILX400100	OLIN CORPORATION	1	26,880.31
TILX400101	OLIN CORPORATION	1	26,880.31
TILX400102	OLIN CORPORATION	1	26,880.31
TILX400103	OLIN CORPORATION	1	26,880.31
TILX400104	OLIN CORPORATION	1	26,880.31
TILX400105	OLIN CORPORATION	1	26,880.31
TILX400106	OLIN CORPORATION	1	26,880.31
TILX400107	OLIN CORPORATION	1	26,880.31
TILX400108	OLIN CORPORATION	1	26,880.31
TILX400109	OLIN CORPORATION	1	26,880.31
TILX400110	OLIN CORPORATION	1	26,880.31
TILX400111	OLIN CORPORATION	1	26,880.31
TILX400112	OLIN CORPORATION	1	26,880.31
TILX400113	OLIN CORPORATION	1	26,880.31
TILX400238	ENTERPRISE PRODUCTS CO.	4	45,399.81
TILX400239	ENTERPRISE PRODUCTS CO.	4	45,662.24
TILX400245	ENTERPRISE PRODUCTS CO.	4	45,399.81
TILX400247	ENTERPRISE PRODUCTS CO.	4	45,662.24
TILX400248	ENTERPRISE PRODUCTS CO.	4	45,399.81
TILX400254	ENTERPRISE PRODUCTS CO.	4	45,662.24
TILX400255	ENTERPRISE PRODUCTS CO.	4	45,662.24
TILX400256	SHELL OIL COMPANY	10	45,662.24
TILX400257	SHELL OIL COMPANY	10	45,662.24
TILX400258	SHELL OIL COMPANY	10	46,187.09
TILX400259	SHELL OIL COMPANY	10	45,662.24
TILX400260	SHELL OIL COMPANY	10	45,662.24
TILX400261	SHELL OIL COMPANY	10	45,924.67
TILX400262	SHELL OIL COMPANY	10	45,662.24
TILX400263	SHELL OIL COMPANY	10	45,924.67

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

TILX400264	SHELL OIL COMPANY	10	45,662.24
TILX400265	SHELL OIL COMPANY	10	45,662.24
TILX400266	SHELL OIL COMPANY	10	45,662.24
TILX400267	SHELL OIL COMPANY	10	45,662.24
TILX400268	SHELL OIL COMPANY	10	45,662.24
TILX400269	SHELL OIL COMPANY	10	45,662.24
TILX400270	SHELL OIL COMPANY	10	45,662.24
TILX400271	SHELL OIL COMPANY	10	45,662.24
TILX400272	SHELL OIL COMPANY	10	45,662.24
TILX400273	SHELL OIL COMPANY	10	45,662.24
TILX400274	SHELL OIL COMPANY	10	45,662.24
TILX400275	SHELL OIL COMPANY	10	46,187.09
TILX400276	SHELL OIL COMPANY	10	45,662.24
TILX400277	SHELL OIL COMPANY	10	45,662.24
TILX400278	SHELL OIL COMPANY	10	45,662.24
TILX400279	SHELL OIL COMPANY	10	45,662.24
TILX400280	SHELL OIL COMPANY	10	45,662.24
TILX400281	SHELL OIL COMPANY	10	45,662.24
TILX400282	SHELL OIL COMPANY	10	45,924.67
TILX400283	SHELL OIL COMPANY	10	46,187.09
TILX400284	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400287	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400288	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400290	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400291	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400292	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400293	ENTERPRISE PRODUCTS CO.	4	49,675.93
TILX400294	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400295	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400299	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400303	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400313	ENTERPRISE PRODUCTS CO.	4	46,753.81
TILX515183	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515184	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515185	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515186	FCC TRANSPORTATION, INC.	1	39,338.93
TILX515187	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515188	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515189	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515190	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515191	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515192	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515193	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515194	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515195	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515196	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515197	FCC TRANSPORTATION, INC.	1	37,538.33

3,815,800.12

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

Replacement Equipment Lessee Information

<u>Lessee Number</u>	<u>Rider</u>	<u>Units</u>
189	1	15
1766	4	19
2105	1	15
5712	1	16
7320	10	28
9994	2	1

RECORDATION NO. 23866-1 FILED

APR 25 '03

3-08 PM

SURFACE TRANSPORTATION BOARD [A]-4

MEMORANDUM OF [A] TRUST INDENTURE SUPPLEMENT NO. 4

This Memorandum of [A] Trust Indenture Supplement No. 4 (this "Memorandum") is made and entered into by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company") and Trinity Industries, Inc., a Delaware corporation (the "Guarantor") pursuant to the Security Agreement (as defined below) respecting (i) that certain [A] Trust Indenture and Security Agreement dated as of February 15, 2002, among the Company, the Guarantor and The Bank of New York, as trustee (the "Trustee"), and (ii) that certain [A] Trust Indenture Supplement No. 1 dated as of February 15, 2002, among the Company, the Guarantor and the Trustee (collectively, the "Security Agreement").

Pursuant to the provisions of the Security Agreement, the Company and the Guarantor hereby affirm and acknowledge that:

1. The Company has agreed to execute and deliver to the Trustee an equipment note and the Trustee has agreed to accept such an equipment note from the Company and, as security therefor, grant the Trustee a first priority security interest in (i) certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and (ii) certain leases with respect to such equipment identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto, subject to the terms defined in the Security Agreement.

2. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and the Registrar General of Canada.

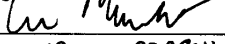
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of April 18, 2003.

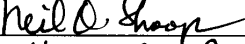
COMPANY:

GUARANTOR:

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 
Name: ERIC MARCHETTI
Title: V.P.

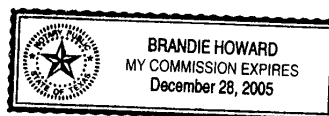
By: 
Name: NEIL O. SHOOP
Title: TREASURER

STATE OF TEXAS)
)
COUNTY OF DALLAS) SS:

On this 18th day of April, 2003, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of Trinity Industries Leasing Company, that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Brandie Howard
Notary Public

My Commission Expires: 12-28-05



STATE OF TEXAS)
)
COUNTY OF DALLAS) SS:

On this 18th day of April, 2003, before me personally appeared Nail Shoop, to me personally known, who being duly sworn, stated that he is Treasurer of Trinity Industries, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Shannon Gray
Notary Public

My Commission Expires: _____

EXHIBIT A

TRINITY INDUSTRIES LEASING COMPANY Series 2002 Pass Through Trust Certificates Substitution Information

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TILX400299	ENTERPRISE PRODUCTS CO.	4	46,488.17
TILX400303	ENTERPRISE PRODUCTS CO.	4	46,488.17
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TILX515191	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515192	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515193	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515194	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515195	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515196	FCC TRANSPORTATION, INC.	1	37,538.33
TILX515197	FCC TRANSPORTATION, INC.	1	37,538.33

3,815,800.12

EXHIBIT B

TRINITY INDUSTRIES LEASING COMPANY
Series 2002 Pass Through Trust Certificates
Substitution Information

Pool A

Replacement Equipment - Lessee Information

<u>Lessee Number</u>	<u>Rider</u>	<u>Units</u>
189	1	15
1766	4	19
2105	1	15
5712	1	16
7320	10	28
9994	2	1